

8224-C

8/13

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD†
CHARLES T. KAPPLER
JOHN H. DOYLE†
GEORGE JOHN KETO*
RICHARD N. BAGENSTOS
JAMES C. MARTIN, JR.†

* ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN OHIO
* ALSO ADMITTED IN MARYLAND

LAW OFFICES
ALVORD AND ALVORD

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WASHINGTON, D.C.

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OF COUNSEL
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CABLE ADDRESS
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9-044A015

February 13, 1989

8224-C
RECORDED & INDEXED

FEB 13 1989 14 50 AM

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are five (5) fully executed original copies of a Supplemental Equipment Trust Agreement dated February 3, 1989, a secondary document as defined in the Commission's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Trust Agreement dated as of February 1, 1976 which was duly filed and recorded on February 27, 1976 and assigned Recordation Number 8224.

The names and addresses of the parties to the enclosed document are:

The Chase Manhattan Bank, N.A., Trustee
One Chase Manhattan Plaza
New York, New York 10081

ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045

A description of the railroad equipment covered by the enclosed document is set forth in Exhibit "A" attached hereto and made a part hereof.

C. Quantrell
C.T. Kappler

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
February 13, 1989
Page Two

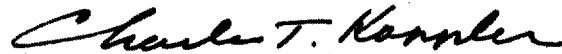
Also enclosed is a check in the amount of \$13 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return four (4) stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Supplemental Equipment Trust Agreement dated February 3, 1989 between The Chase Manhattan Bank, N.A., Trustee, and ACF Industries, Incorporated, covering seven (7) tank cars marked and numbered ACFX 72525, 72527 - 72529, 72532, 72533 and 72536.

Very truly yours,


Charles T. Kappler

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

2/13/89

OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord & Alvord
918 16th St. N.W.
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/13/89 at 12:30pm, and assigned recordation number(s). 8224-C, 16204 & 16204-A

Sincerely yours,

Nesta L. McGee
Secretary

Enclosure(s)

REGISTRATION NO. 8224-C FILED 1473

FEB 13 1989 12 30 AM

INTERSTATE COMMERCE COMMISSION

ACF INDUSTRIES, INCORPORATED

EQUIPMENT TRUST SERIES "E"

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated: February 3, 1989

Between

THE CHASE MANHATTAN BANK, N.A., Trustee

And

ACF INDUSTRIES, INCORPORATED

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated February 3, 1989, between The Chase Manhattan Bank, N.A., a national banking association incorporated and existing under the laws of the United States of America, as Trustee (hereinafter called the "Trustee"), and ACF Industries, Incorporated, a corporation organized and existing under the laws of the State of New Jersey (hereinafter called the "Company"):

WHEREAS, by a certain Equipment Trust Agreement dated February 1, 1976 (hereinafter called the "Agreement"), between the Trustee and the Company, there was constituted ACF Industries, Incorporated, Equipment Trust, Series "E", pursuant to which certain railroad equipment has been transferred to, and the title thereto vested in, the Trustee, and such railroad equipment has been leased to the Company; and

WHEREAS, upon the Request of the Company, pursuant to Section 5.07 of the Agreement, the Trustee has made payment to the Company of \$ 274,615.00 out of funds previously deposited with the Trustee pursuant to Section 5.08 of the Agreement and simultaneously therewith the Company has conveyed to the Trustee Equipment (as defined in the Agreement) described in said Request and in Exhibit "A" hereto (hereinafter called the "Substituted Equipment"), and has delivered to the Trustee an Officer's Certificate in respect of the Substituted Equipment, a certificate as to delivery thereof, a Bill of Sale transferring the Substituted Equipment to, and vesting the title thereto in, the Trustee and an Opinion of Counsel satisfactory to the Trustee with respect to the Substituted Equipment, all in like manner as provided in Section 5.07 of the Agreement; and

WHEREAS, Section 5.07 of the Agreement contemplates that upon such transfer and vesting of title the Trustee and the Company shall execute a supplement to the Agreement in respect of the Substituted Equipment:

NOW, THIS SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT WITNESSETH:

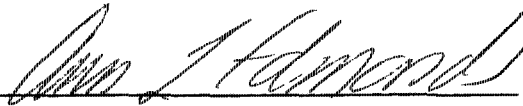
The Trustee, party of the first part, acting in pursuance of the Agreement for and in consideration of the sum of One Dollar to it in hand paid by the Company, party of the second part, at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, as well as of the rentals and covenants in the Agreement to be paid or kept and performed by the Company, has let and leased, and does hereby let and lease, to the Company as part of the Trust Equipment, the Equipment described in Exhibit "A" hereto, subject to all the terms and conditions of the Agreement, and such Equipment shall be deemed part of the Trust Agreement, subject to all the terms and conditions of the Agreement in all respects as though it has been part of the original Trust Equipment.

This Supplemental Equipment Trust Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Agreement, and the Company, pursuant to due

corporate authority, have caused these presents to be signed in their respective corporate names by their respective officers thereunto duly authorized and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

THE CHASE MANHATTAN BANK, N. A.

By 

(Seal)

Attest:



ACF INDUSTRIES, INCORPORATED

By 
Assistant Treasurer

(Seal)

Attest:

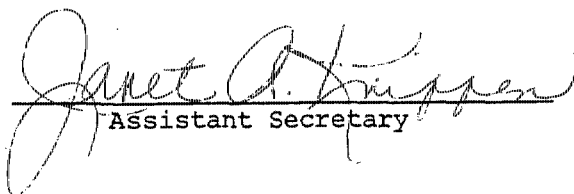

Assistant Secretary

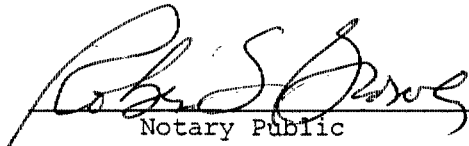
EXHIBIT "A"

Description of Substituted Equipment

<u>Car Initial And Number</u>	<u>AAR Mechanical Designation Code</u>	<u>Placed In Service</u>	<u>Cost</u>	<u>Cost Less 1/20th Each Year In Service</u>	<u>Fair Value</u>	<u>Value</u>
ACFX 72525	T106	7/88	\$ 43,291	\$ 43,291	\$ 43,291	\$ 43,291
ACFX 72527	T106	7/88	43,291	43,291	43,291	43,291
ACFX 72528	T106	7/88	43,291	43,291	43,291	43,291
ACFX 72529	T106	7/88	43,291	43,291	43,291	43,291
ACFX 72532	T106	7/88	43,291	43,291	43,291	43,291
ACFX 72533	T106	7/88	43,291	43,291	43,291	43,291
ACFX 72536	T106	7/88	43,291	43,291	43,291	43,291
			Total	\$303,037	\$303,037	\$303,037

STATE OF NEW YORK)
) ss.
COUNTY OF)

On this 6th day of February, 1989, before me personally appeared Ann L. Edmonds, to me personally known, who, being by me duly sworn, says that (s)he is Vice President of The Chase Manhattan Bank, N.A., that one of the seals affixed to the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

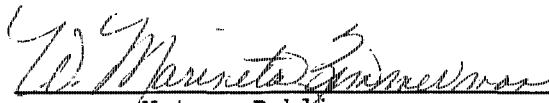

Notary Public

My commission expires:

ROBIN S. BROWER
Notary Public, State of New York
No. 31-4884364
Qualified in New York County
Certificate Filed in New York County
Commission Expires October 5, 1989

STATE OF MISSOURI)
) ss.
COUNTY OF ST. LOUIS)

On this 3rd day of February, 1989, before me personally appeared Umesh Choksi, to me personally known, who, being by me duly sworn, says that (s)he is Assistant Treasurer of ACF Industries, Incorporated, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My commission expires:

W. MARINETA ZIMMERMAN
NOTARY PUBLIC STATE OF MISSOURI
ST. CHARLES COUNTY
MY COMMISSION EXP. APR. 7, 1990
ISSUED THRU MISSOURI NOTARY ASSOC.